

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

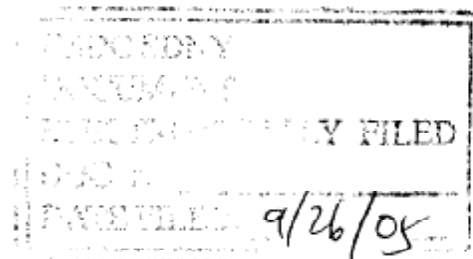
JAMES M. WOODS, on Behalf of Himself  
and All Others Similarly Situated,

Plaintiff,

vs.

CONAGRA FOODS, INC. and BRUCE C. ROHDE,

Defendants.



1:05-cv-06707-AKH-RLE

**STIPULATION AND  
~~PROPOSED~~ ORDER TO  
ADJOURN COURT  
CONFERENCE AND  
EXTEND TIME**

WHEREAS, on July 26, 2005, plaintiff James M. Woods filed his Class Action Complaint ("Complaint") against defendants ConAgra Foods, Inc. ("ConAgra") and Bruce C. Rohde;

WHEREAS, under Federal Rule of Civil Procedure 4(d)(3), the current deadline for defendants to answer, move, or otherwise respond to the Complaint is September 26, 2005;

WHEREAS, on August 22, 2005, proposed Lead Plaintiff, the Sumas Group (comprised of James Sumas, Jean Bull, Joan B. Galbraith, Nelson D. Fogle, Donna M. Fogle, Frieda B. Blum and Betty B. Bates), pursuant to section 21D of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), 15 U.S.C. § 78u-4, filed a motion seeking appointment as Lead Plaintiff and approval of its selection of Stull, Stull & Brody as Lead Counsel in this action;

WHEREAS, on September 6, 2005, proposed Lead Plaintiffs National Elevator Industry Pension Fund ("National Elevator") and International Fund Management S.A., Luxembourg ("International Fund Management"), pursuant to section 21D of the PSLRA, filed a joint stipulation and proposed order seeking appointment as Lead Plaintiffs and approval of their

selection of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Murray, Frank & Sailer LLP as Co-Lead Counsel in this action;

WHEREAS, by order dated September 1, 2005, the Court scheduled a Court Conference on October 28, 2005, at 9:30 a.m. for the purpose of case management and scheduling;

WHEREAS, by order dated September 12, 2005, the Court scheduled oral argument to take place on October 20, 2005 at 10:00 a.m. concerning proposed Lead Plaintiffs' motions to be appointed Lead Plaintiff and approve the appointment of Lead Plaintiff's counsel;

WHEREAS, by letter to the Court dated September 12, 2005, proposed Lead Plaintiffs National Elevator and International Fund Management requested that this action "be transferred to the District of Nebraska for consolidation, or in the alternative, order the parties to show cause why [it] should not be transferred to the District of Nebraska pursuant to 28 U.S.C. § 1404(a);" and

WHEREAS, under section 21D(b)(3)(B) of the PSLRA, 15 U.S.C. § 78u-4(b)(3)(B), "all discovery and other proceedings [in this action] shall be stayed during the pendency of any motion to dismiss, unless the court finds upon the motion of any party that particularized discovery is necessary to preserve evidence or to prevent undue prejudice to that party."

NOW THEREFORE, it is hereby stipulated and agreed, by and between the attorneys for the undersigned parties to this action, that:

1. The Court Conference to address case management and scheduling, presently scheduled for October 28, 2005, shall be adjourned pending resolution of the proposed transfer of this action, the appointment of Lead Plaintiff and selection of Lead Plaintiff's counsel, and the resolution of any motion to dismiss filed by defendants ConAgra and Rohde.

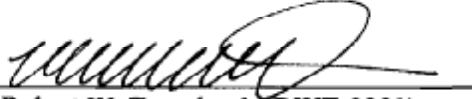
2. The time for defendants ConAgra and Rohde to answer, move, or otherwise respond to the Complaint is extended to October 31, 2005.

There has been no previous request for an extension of time.

Respectfully submitted,

Dated: September 22, 2005

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*Attorneys for Proposed Lead Plaintiff The Sumas  
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2. The time for defendants ConAgra and Rohde to answer, move, or otherwise respond to the Complaint is extended to October 31, 2005.

There has been no previous request for an extension of time.

Respectfully submitted,

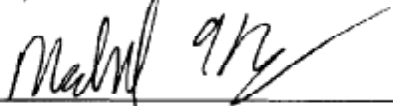
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IT IS SO ORDERED.

Dated: September 17, 2005



Hon. Alvin K. Hellerstein  
United States District Judge

**CERTIFICATE OF SERVICE**

I, Robert W. Trenchard, hereby certify that a copy of the foregoing has been served via first class mail this 22nd day of September, 2005 upon the following counsel of record:

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